

The President's Management Advisory Board U.S. General Services Administration By-Laws and Operating Procedures

The following By-Laws and Operating Procedures (the "By-Laws") will govern the operations of the President's Management Advisory Board (the "PMAB"). Funding and administrative support will be provided by the General Services Administration.

Section I: Functions, Objective, Organization and Operation

The functions of the PMAB are advisory only. Its objective is to provide the President and the President's Management Council (PMC) advice and recommendations on effective strategies for the implementation of best business practices on matters related to Federal Government management and operation, with a particular focus on productivity, the application of technology, and customer service. The PMAB shall provide its advice and recommendations, analysis, and information directly to the President or his delegate and to the President's Management Council (PMC). The President or his delegate may direct the PMAB to provide its analysis, information, advice and recommendations to any agency or other entity within the Federal Government. All executive departments, agencies, and offices shall provide information and assistance to the PMAB as the Chair may request for purposes of carrying out the PMAB's functions, to the extent permitted by law. The PMAB has been formed by the authority vested in the President of the United States by the Constitution and the laws of the United States of America. The Federal Advisory Committee Act 5 U.S.C. App. 2 §§ 1-16, as amended ("FACA"), governs the creation and operation of advisory committees within the Executive Branch of the Federal Government. In the event of any inconsistencies between the By-Laws and FACA (including its implementing regulations), the PMAB will carry out its Charter in accordance with FACA (including its implementing regulations), as the same may be amended from time to time.

Section II: Members

The PMAB shall consist of not more than 18 members, one of whom shall be the Deputy Director for Management of the Office of Management and Budget (DDM). The remaining 17 members shall be appointed by the President from among distinguished citizens from outside the Federal Government who are qualified on the basis of a proven record of sound judgment in leading or governing large, complex, or innovative private sector corporations or entities and a wealth of top-level business experience in the areas of executive management, audit and finance, human resources and compensation, customer service, streamlining operations, and technology. Each of these 17 members may be appointed as either a Special Government Employee or as a Representative Member, serving as a representative of his or her industry, trade group, public interest group or other organization or group. The composition of the PMAB shall reflect the views of diverse stakeholders. The Chair shall appoint an Executive Director, who shall be a full-time or permanent part-time Federal employee. The Executive Director shall serve as the Designated Federal Officer in accordance with the

Federal Advisory Committee Act, as amended, 5 U.S.C. App. Each of the 17 members of the PMAB will be appointed by the President to serve a term of two years.

Section III: Meetings

(A) **In General.** The PMAB shall meet at such regular intervals as necessary to carry out its duties. The PMAB is expected to meet at least three times per year at the call of the Chair with the approval of the Designated Federal Officer (the “DFO”), or at the call of the DFO. A PMAB meeting consists of a quorum of the Members (including the Chair) then serving on the PMAB. The DFO shall ensure compliance with the requirements of FACA and its implementing regulations. The Chair will preside at all meetings of the PMAB, unless the Administrator of the General Services Administration (GSA) or his / her designee directs the DFO to preside in accordance with FACA. Members who cannot attend meetings in person may participate by means of conference telephone or similar communications equipment if all Members can hear one another at the same time and members of the viewing public can hear them also.

(B) **Notice.** GSA will publish a notice of each meeting in the *Federal Register* at least 15 calendar days before the meeting, unless there are exceptional circumstances in which case the reason will be included in the *Federal Register* notice. The notice will include (1) the name of the Committee; (2) the time, date, place, and purpose of the meeting; (3) a summary of the agenda and / or the topics to be discussed; (4) a statement as to whether all or part of the meeting will be open to the public and, if any part is closed, a statement as to why, citing the specific statutory provision that serves as a basis for closure; and (6) the name and telephone number of the DFO or Alternate DFO who may be contacted for additional information concerning the meeting. *Federal Register* Notices are processed through the GSA Regulatory Secretariat Division (MVCB) Office of Governmentwide Acquisition Policy.

(C) **Agenda.** The Chair of the PMAB will draft an agenda for each meeting of the PMAB sufficiently in advance of the meeting to permit a copy or summary of the agenda to be published with the notice of the meeting. The DFO or Alternate DFO will distribute the agenda to the members before each meeting and will make available copies of the agenda to members of the public. Items for the agenda may be submitted to the Chair by any Member of the PMAB or by any member of the public.

(D) **Quorum.** A quorum will consist of a simple majority of the Members (including the Chair) then serving on the PMAB.

(E) **Voting.** A Member must attend a PMAB meeting either in person or by telephone to cast a vote. When a decision or recommendation of the PMAB is required, the Chair will request a motion for a vote. Any Member may make a motion for a vote and vote. No second after a proper motion will be required to bring any issue or recommendation to a vote. PMAB action based on a vote requires a simple majority of the votes cast at a meeting at which there is a quorum, except that formal advice or recommendations to

the President requires two-thirds of the votes cast at a meeting at which there is a quorum. Formal advice is provided from PMAB to the President and the President's Management Council (PMC) on a wide range of issues related to the development of effective strategies for the implementation of best business practices to improve Federal Government management and operation, with a particular focus on productivity, the application of technology, and customer service.

(F) **Open Meetings.** Unless otherwise determined in advance, all meetings of the PMAB will be open to the public either in person as space permits or via live webcast. Once an open meeting has begun, it may not be closed for any reason. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussion, the Chair will order such discussion to cease and will schedule the matter for closed session in accordance with FACA. All materials brought before, or presented to, the PMAB during an open meeting will be made available to the public for review during the meeting. All such materials also will be made available on the PMAB website as soon as practicable afterwards. The Chair of the PMAB may decide in advance to exclude oral public statements during a meeting. The meeting notice published in the *Federal Register* will invite written statements. The public may submit written statements to the PMAB at any time through the PMAB website or as directed by the *Federal Register* notice.

(G) **Activities Not Subject to Notice and Open Meeting Requirements.** Consistent with FACA regulations, the following activities are excluded from the procedural requirements contained in Sections III(B) and III(F): (a) Preparatory work. Meetings of two or more PMAB Members or subcommittee members convened solely to gather information, conduct research, or analyze relevant issues and facts in preparation for a meeting of the PMAB, or to draft position papers for deliberation by the PMAB; and (b) Administrative work. Meetings of two or more PMAB Members or subcommittee members convened solely to discuss administrative matters of the PMAB or to receive administrative information from a Federal officer or agency.

(H) **Closed Meetings.** All or parts of meetings of the PMAB may be closed in limited circumstances in accordance with applicable law. Requests for closed meetings will be submitted in accordance with The Government in the Sunshine Act, and applicable FACA and Agency guidelines. After GSA General Counsel review, the appropriate GSA official must determine that closing the meeting is consistent with the provisions of the Government in the Sunshine Act. Consistent with Section III(B)(4), the notice of the PMAB meeting published in the *Federal Register* must include information on the closure.

(I) **Information Gathering.** The PMAB may hold meetings to receive oral comments, recommendations, and expressions of concern from the public. The PMAB may hold meetings at open or closed session in accordance with the standards in the By-laws for closing meetings to the public. The Chair of the PMAB may specify reasonable guidelines and procedures for conducting orderly meetings, such as requirements for submitting requests to appear, written statements in advance, and placing limitations on the number of persons who may appear and the duration of their appearance.

(J) **Minutes.** The DFO will assure the preparation of minutes of each meeting of the PMAB from either notes taken at the meeting itself or from the transcript/webcast of the meeting, and submit them to the Chair of the PMAB for certification of their accuracy. The minutes must be certified by the Chair of the PMAB within 90 calendar days of the meeting to which they relate. The DFO will distribute copies of the certified minutes to each Member. Minutes of open or closed meetings will be made available to the public, subject to the withholding of matters about which public disclosure would be harmful to the interests of the Government, industry, or others, and which are exempt from disclosure under the Freedom of Information Act. The minutes will include a list of the persons who were present at the meeting, and a complete and accurate description of the matters discussed and the resolution, if any, made by the PMAB regarding such matters; and copies of all reports or other documents received, issued or approved by the PMAB at the meeting.

Section IV: Officials

(A) **Chair.** The Chair of the PMAB shall be the Deputy Director for Management of the Office of Management and Budget, and serves at the sole discretion of the President to perform the duties specified in the Charter and the By-Laws. The Chair of the PMAB will work with the Executive Director/DFO to establish priorities, identify issues that should be addressed, and determine the level and types of staff and financial support required.

(B) **Executive Director/Designated Federal Officer.** The Chair of the PMAB shall appoint an Executive Director, who shall also serve as the DFO. The DFO is designated by the Chair and serves as the Federal Government's agent for matters related to the PMAB's activities. Under FACA, the DFO must, among other things, approve or call all meetings of the PMAB, attend meetings, and adjourn meetings when he or she determines such adjournment is in the public interest. In addition, the DFO is responsible for providing adequate staff support to the PMAB, and performance of the following administrative functions: (1) notifying Members of the time and place for each meeting; (2) assuring the preparation of the minutes of all meetings of the PMAB and its subcommittees, as required by FACA; (3) attending to official correspondence; (4) maintaining official PMAB records, including subcommittee records, as required by law; (5) maintaining a website for the PMAB; (6) acting as the Board's agent to collect, validate and pay all vouchers for pre-approved expenditures of the PMAB authorized by law; and (7) preparing and handling all reports (except those required by section 6 of FACA), including the annual report of the PMAB required to be submitted to the GSA under the FACA regulations. An Alternate DFO may substitute for the DFO when necessary.

(D) **Support Staff.** Pursuant to the Executive Order, GSA will provide support for the PMAB.

Section V: Subcommittees.

The PMAB Chair may establish such subcommittees as he/she deems necessary to support the PMAB's functions and may appoint Members to, and the Chairs of, any subcommittees so convened. The Chair of the PMAB will be an *ex officio* member of each subcommittee. Each subcommittee shall be established as stated in the Charter. Only Members of the PMAB will have the right to vote and make a motion for a vote in a subcommittee. No subcommittee will have any authority to provide advice or recommendations (1) directly to the President or any other agency or officer of the Federal Government or (2) to be adopted by the PMAB without discussion or consideration at an open meeting of the PMAB. All activities of the subcommittees will be in compliance with FACA, as applicable.

Section VI: Records

The records of PMAB shall be handled in accordance with General Records Schedule 26, Item 2 or other approved agency records disposition schedule. These records shall be available for public inspection and copying, subject to the Freedom of Information Act, 5 U.S.C. 552.

Section VII: Expenses

Expenses related to the operation of the PMAB in accordance with applicable law will be borne by GSA.

Section VIII: Amendments

The By-Laws may be amended from time to time by review of the Chair and the DFO as representative of the Agency.